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FORM 5 (10/06)

## FORM 5. INVOLUNTARY PETITION

FORIVI 5 (10/00)	1011113: 1111010111711	CT TEITION	
United States Bankruptcy Court		INVOLUNTARY PETITION	
Northern District of Illi IN RE (Name of Debtor - If Individual: La		ALL OTHER NAMES, used by debtor in the last 8 years	
3 Point Media - Delta, L.L.C.	ist, rirst, Middle)	ALE OTHER NAMES, used by deolor in the last o years	
LAST FOUR DIGITS OF SOC. SEC. NO/Complete EIN or other TAX 1.D. NO.			
(If more than one, state all.)		ing in progression of the control of	
STREET ADDRESS OF DEBTOR (No. and street, city, state, and zip code)		MAILING ADDRESS OF DEBTOR (If different from street address)	
980 N. Michigan Avenue Suite 1880			
Chicago, Illinois 60611			
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS			
LOCATION OF PRINCIPAL ASSETS O	F BUSINESS DEBTOR (If Different from	previously listed addresses)	
2835 East 3300 South			
Salt Lake City, Utah 84109			
CHAPTER OF BANKRUPTCY CODE U  Chapter 7 [8] Chapter 11	NDER WHICH PETITION IS FILED		
I)	NFORMATION REGARDING DEBTO	R (Check applicable boxes)	
Nature of Debts (Check one box)	Type of Debtor (Form of Organization)	Nature of Business (Check one box)  D. Health Care Business	
	<ul> <li>Individual (Includes Joint Debtor)</li> </ul>	) D Single Asset Real Estate as defined in	
Petitioners believe:  Debts are primarily consumer debts	<ul> <li>Corporation (Includes LLC and L</li> <li>Partnership</li> </ul>	LP) 11 U.S.C. 101(51)(B)  D Railroad	
☑ Debts are primarily business debts	Other (If Debtor is not one of the	above entities,   Stockbroker	
	check this box and state type of en  Limited Liability Corporation	ntity below.)   Commodity Broker  Clearing Bank	
	Limited Mapinty Con polation	☑ Other	
VENUE		FILING FEE (Check one box)	
☑ Debtor has been domiciled or has had			
principal place of business, or princip District for 180 days immediately pre			
of this petition or for a longer part of		ild support creditor or its representative, and the form specified in acy Reform Act of 1994 is attached.	
than in any other District	[If a child support cre	ditor or its representative is a petition, and if the petition files the	
A bankruptcy case concerning the del		g) of the Bankruptcy Reform Act of 1994, no fee is required.]	
general partner or partnership is pend District			
PENDI	NG BANKRUPTCY CASE FILED BY	OR AGAINST ANY PARTNER	
OR AFFILIATE	OF THIS DEBTOR (Report information	for any additional cases on attached sheets.)	
Name of Debtor	Case Number	Date	
Relationship	District	Judge	
	ALLEGATIONS sek applicable boxes)	COURT USE ONLY	
<ol> <li>Petitioner(s) are eligible to file t</li> </ol>	(Check applicable boxes)  1.   Petitioner(s) are eligible to file this petition pursuant to 11 U.S.C. 303(b)		
2. 🗵 The debtor is a person against w	der title 11 of		
the United States Code.  3.a.  The debtor is generally not paying	ng such debtor's debts as they become due	. unless such	
debtors are the subject of a bona	i fide dispute as to liability or amount; or		
	filing of this petition, a custodian, other that		
	authorized to take charge of less than subst e purpose of enforcing a lien against such		
appointed or took possession.		• • •	

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Name of Debtor 3 Point Media - Delta, L.I., C.

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	Casc:No.				
TRAN	SFER OF CLAIM				
Check this box if there has been a transfer of any claim against the statements that are required under Bankruptcy Rule 1003(a).	debtor by or to any petitioner. Attach all documents evidencing the transfer and any				
REOU	EST FOR RELIES				
Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title /I, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the country applies recognition is attached.					
Politioner(s) declare under penalty of perjury that the foregoing is true and					
correct according to the bost of their knowledge, information, and belief.	x 1/2407				
x 1/1/ el essuant 2/16/07	Signature of Attorney Date				
Signature of Patition of Representative (State title) Date Signed	Goldberg Kohn Bell Black Rosenbloom & Moritz, Lat.   Name of Attorney Firm (If any)   Date Signed				
D.B. Zwim Special Opportunities Fund, L.P By; D.B. Zwim Parmers, LLC, its General Partner,	Address				
by Zwim Holdings, LLC its Managing Momber					
Name of Petitioner	55 East Mouroe Street, Suite 3700				
Mailing Address of Individual Signing in	Chicago, Blicois 60603-5802 Atta, Ronald Barliant, Esq.				
Representative Capacity:	Telephone No. (312) 201-4000				
c/o D.B. Zwirn Special Opportunities Fund, L.P.	Schulte Roth & Zabel LLP (co-counsel)				
745 Fifth Avenue, 18th Floor	Name of Attorney Firm (If any)				
New York, New York 10019	Address				
	919 Third Avenue New York, New York 10022				
	Attn. Adam C. Harris, Eso, and David M. Hillman, Eso,				
	Telephone No. (212) 756-2000				
x 2 2/14/07	2000 (Int) 9/22/07				
Signature of Periodents of Representative (State title) Date Signed	Signature of Attorney Detc				
D.B. Zwim Special Opportunities Fund, Ltd.	Goldberg Kohn Bell Black Rosenbloom & Moritz Ltd. 2/83/07				
By: D.B. Zwirn & Co., L.P., its Manager,	Name of Attorney Firm (If any) Date Signed				
by Zwirn Holdings, LLC, its Managing Member Name of Petitioner	Address				
Mailing Address of Individual Signing in	55 East Monroe Street, Suite 3700				
Representative Capacity:	Chicago, Illinois 60603-5802				
	Attn. Ronald Bartiant, Esq.				
c/o D.B. Zwirn Special Opportunities Fund, Ltd. 745 Fifth Avenue, 18th Floor	Telephone No. (3)(2)(201-4000				
New York, New York 10019	Schulte Roth & Zabel LLP (co-counsel)				
	Name of Attorney Firm (If any)				
	Address				
	919 Third Avenue New York, New York 10022				
Ann. Adam C. Harris, Esq. and David M. Hillman, Fag.					
	Telephone No. (212) 756-2000				
PETITIONING CREDITOR CLAIM INFORMATION CONTINUED ON NEXT PAGE					
Note: If there are more than three positioners, attach additional sheets with the statement under penalty of Total Amount of Petitioners' Claims					
perjury, each pesitioner's signature under the statement and the name of attorns	ev and metitioning creditor				
information in the formal above,	See Attached Additional Petitioning Creditors Sheet				

2 continuation sheets attached

Name of Debtor 3 Point Media - Delta, L.L.C.

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•		Case No	
	PETITIONING	CREDITORS CONTINUED	<b>.</b>
Petitioner(s) declare under penalty of perjury that the I correct according to the best of sicir knowledge, information of the period of the p	foregoing is true and mation, and belief.  2/2 z/07  itle) Date Signed	X Signature of Attorney Goldberg Kohn Bell Black Ro. Name of Attorney Firm (If any) Address	Date Signed  Date Signed  Date Signed  Date Signed  Date Signed  Date Signed
		reschious stor 12/21 (199-21)	<b>V</b>
		NING CREDITORS	
Name and Address of Petitioner D.B. Zwirn Special Opportunities Fund, L.P. 745 Fifth Avenue, 18th Floor New York, New York 10019	Nature of Claim  Past due debt due under Amended and Restated  Financing Agreement, dated as of July 31, 2003,  among the Debtor and certain of its affiliates named therein as borrowers, the financial institutions from time to time party thereto as lenders and D.B. Zwirn Special Opportunities Fund, L.P. (fix/a  Highbridge/Zwirn Special Opportunities Fund, L.P.), as agent for the lenders (as amended).		Amount of Claim  Not less than the principal amount of \$8,592,764.08, plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code
Name and Address of Petitioner D.B. Zwirn Special Opportunities Fund, Ltd. 745 Fifth Avenue, 18th Floor New York, New York 10019	Nature of Claim Past due debt due under Amended and Restated Financing Agreement, dated as of July 31, 2003, among the Debtor and certain of its affiliates named therein as borrowers, the financial institutions from time to time party thereto as lenders and D.B. Zwirn Special Opportunities Fund, L.P. (fil/ka Highbridge/Zwim Special Opportunities Fund, L.P.), as agent for the lenders (as amended).		Armount of Claim  Not less than the principal amount of \$13,435,306.99, plus interest, fees, and expenses, of which a portion is unsocured pursuant to section 506(a) of title 11 of the United States Code
Name and Address of Petitioner Fortress Credit Opportunities LLP 1345 Avenue of the Americas New York, New York 10105	Financing Agreement among the Debtor and therein as borrowers, time to time pany the Special Opportunities	ecial Opportunities Fund, L.P.),	Amount of Claim  Not less than the principal amount of \$11,006,234.19, plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code
		NEORMATION CONTINUED O	
Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.			Total Amount of Petitioners' Claims  See Attached Additional Petitioning Creditors Sheet

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A	DDITIONAL PE	TITIONING CREDIT	ORS	}
Petitioner(s) request that an order for relief be entered forcign representative appointed in a forcign proceed	against the debtor unde	EST FOR RELIEF  The chapter of title 11, United State order of the court graphing record	utes Code, specified in this petition. If any petitioner is a	
Signapore of Peritioner or Representative (State title) Date Signed  Fortress Credit Opportunities II LP,  By Fortress Credit Opportunities II GP LLC, its General Partner		x Algorithm Altorney  Goldberg Kohn Bell Black Ro Name of Attorney Firm (If any)	1) 2/29/07 Scabloom & Moritz, Ltd. 4/23/07	a la company de la company
Name of Petitioner  Mailing Address of Individual Signing in Representative Capacity:  c/o Fortress Credit Opportunities II LP 1345 Avenue of the Americas New York, New York 10105		Address	rees, Suite 3700	
		Chicago, Illinois 60603-5802 Atm. Ronald Bartiant, Esq. Telephone No. (312) 201-4000  Schulte Roth & Zabel LLP (co-counsel)		
		Name of Attorney Farm (if any)		
		919 Third Avenue		
İ		New York, New Y		1
		Attn. Adam C. Harris, Esq. and David M. Hillman, Esc.		
		Telephone No. (212) 756-2000		
	PETITIO	NING CREDITORS	····	1
Name and Address of Petitioner Fortress Credit Opportunities II LP 1345 Avenue of the Americas New York, New York 10105  Reserved  Reser		der Amended and Restated t, dated as of July 31, 2003, d certain of its affiliates named the financial institutions from reto as lenders and D.B. Zwirn	Amount of Claim  Not less than the principal amount of \$5,115,213.18 plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code	
	Special Opportunities Fund, L.P. (f/k/a Highbridge/Zwirn Special Opportunities Fund, L.P.), as agent for the lenders (as amended).			
	Total Amount of Per	titioners' Claims	Not less than the principal amount \$38,149,498,44, plus interest, fees, and expenses, of which not less than \$12,300 is unsecured pursuant to section 506(a) of title 11 of the United States Code	